

Coltec Industries



Coltec Industries Inc
430 Park Avenue
New York, NY 10022-3597

John R. Mayo
Assistant General Counsel
212/940-9639

October 25, 1996

Mr. Lance Richman, P.G.
Emergency and Remedial Response
Division
United States Environmental
Protection Agency
290 Broadway, 19th Floor
New York, New York 10007-1866

Re: Response to Request for Information Under 42 U.S.C.
9601, Diamond Alkali Superfund Site, Passaic River
Study Area

Dear Mr. Richman:

Please accept this correspondence as the response of Coltec Industries Inc ("Coltec") to the USEPA's request for information pursuant to Section 104 of CERCLA pertaining to the Diamond Alkali Superfund Site, Passaic River Study Area (the "Site"). Enclosed also please find the signed, notarized "Certification of Answers to Request for Information." Please note that in addition to conducting a search for relevant documents and interviewing former employees of Crucible Steel that worked at this facility, I have specifically requested that Crucible Materials Corporation ("CMC") conduct a similar investigation to determine if they have responsive information. (the corporate relationship between Crucible Steel, CMC and Coltec is addressed in response to question (1) below). As of the date of this letter, Coltec has not received a written response from CMC regarding the outcome of its investigation for responsive information.

In preparing these responses, interviews were conducted with: Charles Kurcina who was Vice President and General Manager of the facility from December 1971 through May 1973 (current address: Pittsburgh, Pennsylvania - phone: (412) 643-4978); Willard E. Soper, Jr. who was General Foreman of Heat Treat and held various other positions from June 1954 through May 1973 (current address: 104 Larned Road, Summit, New Jersey - phone: (908) 277-4260. Additionally, contact was made with Alan Simon who was Manager, Technical Services at the facility from November 1948 through May 1973. Since the initial contact with Mr. Simon Coltec has been unable to reach Mr. Simon. A telephone interview will be scheduled and this response will be supplemented in the event that said interview reveals additional responsive information.

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Coltec responds to the information requests as follows:

Question No. 1 - This facility was operational in the early 1900's and eventually operated under the name Crucible Steel. Colt Industries Inc (now "Coltec") purchased Crucible Steel in 1968. This facility operated as one of the Crucible Steel Divisions of Coltec until this facility was closed in May of 1973. Coltec sold all interests in Crucible Steel to Crucible Materials Corporation in 1985.

Question No. 2 (a) - No.

(b) - No.

Question No. 3 - Of the materials listed in Question 3, the Crucible Steel Facility at 1000 South Fourth Street used the following:

(a) Chromium: to the extent that it was a constituent in the steel that was manufactured at the facility.

(b) Nickel: to the extent that it was a constituent in the steel that was manufactured at the facility.

(c) Molten lead was used in quenching baths as part of the steel manufacturing process.

Based upon current knowledge, Crucible did not use any of the other materials listed in Question 3 at this facility.

Question No. 4 (a) - Molten lead was used in quenching baths as part of the steel manufacturing process. Nickel and chromium were constituents of the steel (See 3(a) and (b) above).

(b) (i) See above.

(ii) During the quenching process lead would vaporize and as the vapors cooled lead oxide would be formed. The lead oxide was disposed of as solid waste (plant trash) off-site.

(iii) Some of the steel would go through acid treatment or pickling which would result in some dissolution of chrome, iron and nickel. The amount of chrome, iron and nickel which dissolved during the acid treatment/pickling process was minute in quantity. Following the acid treatment/pickling process the steel was run through a water rinse phase. During the water rinse phase small quantities of the chrome, iron and nickel dissolved during the acid treatment/pickling phase may have been released into the rinse water. It is believed that the rinse water was periodically discharged to the sanitary sewer system. Up until

approximately 1970 the rinsewater was discharged to the sanitary sewer with no neutralization. After approximately 1970 until facility closure the rinsewater was neutralized prior to discharge. The facility employees interviewed had no specific knowledge regarding disposal of the liquids in the acid treatment/pickling baths.

Question No. 5 -

(a) Maintenance Department - Charley Menzo, Arthur Wynn (no current addresses available for these employees).

(b) None recalled.

(c) None recalled. However raw acids were stored in stainless steel tanks at the facility.

(i) None recalled (no drums)

(ii) See (5) (c) (i) above.

(d) As indicated above, neutralization of rinse water was started in approximately 1970, and continued until the facility was closed in May 1973.

Question No. 6 (a)

(i) It is believed that the wastewater went to a sanitary sewer system, but the Passaic River Commission raised questions in the late 1960's or in 1970 whether the discharge went directly to the Passaic River. No records regarding these allegations have been located.

(ii) Yes, after 1970 (See above).

(iii) See above.

(iv) None available.

(b) (i), (ii) See 6(a) (i) above.

(c) (i) The employees interviewed have no recollection.

(ii), (iii), (iv) See (c) (i) above.

(d) No diagrams are available.

(e) See above, no other information available. As indicated above, the Passaic River Commission may have files responsive to this question.

Question No. 7 (a) Unable to estimate, no records available.

(b) Unknown.

(c) No records available. As indicated above, the Passaic River Commission may have files responsive to this question.

Question No. 8 (a) No, none recalled.

(b) None available.

Question No. 9 (a) No flooding is known to have occurred.

Question No. 10 - No available records. As indicated above, the Passaic River Commission may have files responsive to this question.

Question No. 11 - No such documents have been located.

Question No. 12 (a) Mr. Soper recalls that some air sampling was conducted, but no results are available. No other sampling is known to have occurred.

Question No. 13 (a) - See introductory paragraph and response to question (i) above. Upon closure of the facility it was sold to Spiegel Trucking, Inc. of Harrison, New Jersey. This transaction took place in March 1974. Documentation regarding this transaction has just been received from off-site storage. This response will be supplemented in the event that review of said documents reveals additional responsive information.

Question No. 14 (a) Coltec Industries Inc

(b) John W. Guffey, Jr.
President and Chairman of the Board
Coltec Industries Inc
3 Coliseum Centre
2550 West Tyvola Road
Charlotte, NC 28217

(c) Pennsylvania

- agent for service of process in Pennsylvania:

c/o CT Corporation System
3 Gateway Center
16th Floor - West Wing
Pittsburgh, PA 15222

- agent for service of process in New Jersey:

The Corporation Trust Company
Bear Tavern Road
West Trenton, NJ 08628

(d) Copy enclosed

(e) See attached list

(f) See item (e)

(g) See item (e)

(h) See item (e)

(i) Coltec Industries Inc is a public company listed on the New York Stock Exchange

Question No. 15 - The following employee of Coltec answered this "Request for Information":

John R. Mayo
Assistant General Counsel
Coltec Industries Inc
430 Park Avenue
New York, New York 10022
(212) 940-9639

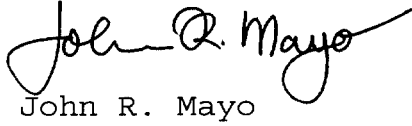
The following employee of Coltec assisted in answering this "Request for Information":

Donald E. O'Keefe
Assistant General Counsel
Coltec Industries Inc
430 Park Avenue
New York, New York 10022
(212) 940-0573

As indicated above, Coltec is continuing its investigation into this matter and will supplement its responses hereto as required by CERCLA.

Please do not hesitate to call with any questions or comments regarding the above.

Very truly yours,

A handwritten signature in cursive script that reads "John R. Mayo". The signature is written in black ink and is positioned above the printed name.

John R. Mayo

JRM:vm

cc: Robert J. Tubbs, Esq.
Christopher B. Sheehey, Esq.

CERTIFICATION OF ANSWERS TO REQUEST FOR INFORMATION

State of New York :

County of New York :

I certify under penalty of law that I have personally examined and am familiar with the information submitted in this document (response to EPA Request for Information) and all documents submitted herewith, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the submitted information is true, accurate, and complete, and that all documents submitted herewith are complete and authentic unless otherwise indicated. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment. I am also aware that my company is under a continuing obligation to supplement its response to EPA's Request for Information if any additional information relevant to the matters addressed in EPA's Request for Information or the company's response thereto should become known or available to the company.

John R. Mayo
NAME (print or type)

Assistant General Counsel
TITLE (print or type)

John R. Mayo
SIGNATURE

Sworn to before me this 25th
day of October, 1996

Veronica McCartan
Notary Public

VERONICA McCARTAN
Notary Public, State of New York
No. 31-7794225
Qualified in New York County 1998
Commission Expires Aug 31, 1998

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Documents Responsive to Question 14

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Microfilm Number _____

Filed with the Department of State on NOV 26 1991

Entity Number 629585

Brenda K. White
Noting Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: Coltec Industries Inc

The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

c/o CT Corporation System, Oliver Bldg, Mellon Square, Pittsburgh, PA 15222 Allegheny
Number and Street City State Zip County

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The statute by or under which it was incorporated is: Act of the General Assembly approved May 5, 1933
(P.L. 364) as amended

The original date of its incorporation is: March 12, 1976

(Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____

(Check one of the following):

☒ The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

(Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

☒ The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

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3. (Check if the amendment restates the Articles):

☒ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25th day of November, 1991.

Coltec Industries Inc

(Name of Corporation)

BY: Donald E. O'Keefe

Donald E. O'Keefe

(Signature)

TITLE: Assistant Secretary

11-8-1086

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLTEC INDUSTRIES INC

ARTICLE FIRST

The name of the corporation (herein called the "Corporation") is:

Coltec Industries Inc

ARTICLE SECOND

The location and post office address of its registered office in this Commonwealth is c/o CT Corporation System, Oliver Building, Mellon Square, Pittsburgh, Pennsylvania 15222.

ARTICLE THIRD

The Corporation is organized under the provisions of the Pennsylvania Business Corporation Law of 1988 (the "BCL") for the following purposes, which shall be construed independently of each other:

(a) To carry on in all its branches a general manufacturing business in ferrous, non-ferrous and alloyed metals and any other materials;

(b) To buy, sell, lease, mine, manufacture, produce, extract, manage, operate, hold and deal in and with real and personal property of every kind and description;

(c) To engage in merchantile manufacturing, processing, research, development, trading and service businesses of any kind and character; and

(d) To invest in, and to aid by loans, by making guarantees and in any other manner, any business enterprises affiliated with this Corporation, or in which this Corporation has any direct or indirect interest or with which this Corporation does business, or the business of which is a direct or indirect benefit to this Corporation.

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The Corporation shall also have as its purpose the engaging in all lawful business for which the Corporation may be incorporated.

The term for which the Corporation is to exist is perpetual.

ARTICLE FOURTH

The aggregate number of shares which the Corporation shall have authority to issue 102,500,000 of which 2,500,000 shares shall be Preferred Stock, par value \$.01 per share, issuable in one or more series, and 100,000,000 shares shall be Common Stock, par value \$.01 per share.

The Board of Directors shall have the full authority permitted by law to fix by resolution full, limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights of any class or any series of any class that may be desired.

ARTICLE FIFTH

The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

ARTICLE SIXTH

Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken only upon the vote of the shareholders at an annual or special meeting duly noticed and called, as provided in the By-laws of the Corporation, and may not be taken by a written consent of the shareholders.

Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by the the Chairman of the Board of Directors or by a majority of the members of the Board of Directors. Special meetings of shareholders of the Corporation may not be called by any other Person or Persons.

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ARTICLE SEVENTH

(A) Director Liability

A director shall not, as such, be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Subchapter 17B of the BCL, as the same may be amended from time to time, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section (A) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or Federal law.

(B) Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation or otherwise, by reason of the fact that he was a director, officer or employee of the Corporation (and may indemnify any person who was an agent of the Corporation), or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by law, including without limitation indemnification against expenses (including attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, unless the act or failure to act giving rise to the claim for indemnification is finally determined by a court to have constituted willful misconduct or recklessness.

The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a civil or criminal action, suit or proceeding on behalf of any person entitled to indemnification under the paragraph appearing immediately prior hereto in advance of the final disposition of such

proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation, and may pay such expenses in advance on behalf of any agent on receipt of a similar undertaking. The financial ability of such person to make such repayment shall not be a prerequisite to the making of an advance.

For purposes of this Section (B) (i) the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan, (ii) excise taxes assessed with respect to any transaction with an employee benefit plan shall be deemed "fines" and (iii) action taken or omitted by such person with respect to an employee benefit plan in the performance of duties of a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

To further effect, satisfy or secure the indemnification obligation provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

All rights of indemnification under this Section (B) shall be deemed a contract between the Corporation and the person entitled to indemnification under this Section (B) pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

The indemnification, as authorized by this Section (B), shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (B) shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE EIGHTH

Subchapter 25E and Subchapters 25G through 25J of the BCL shall not be applicable to the Corporation.

Subchapter 25F and all other provisions of the BCL which have not been rendered inapplicable to the Corporation by the first paragraph of this Article Eighth shall be applicable to the Corporation.

ARTICLE NINTH

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

NOV 19 1993

Microfilm Number _____

Filed with the Department of State on _____

Entity Number

629585T. R. Miller

Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB:15-106 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is: _____
COLTEC INDUSTRIES INC.

2. The address of the present registered office in this Commonwealth of the above-named association is:

c/o C T Corporation System, Oliver Bldg., Mellon Square, Pittsburgh, Pa. 15222 Allegheny
 Number and Street City State Zip County

3. (If the registered office address is to be changed, complete the following):

The registered office in this Commonwealth of the above-named association shall be provided by:

c/o C T Corporation System, Allegheny County
as a commercial registered office provider

4. The name of the person in care of the foregoing office is: N/A

The person named immediately above this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the association named in paragraph 1 of this statement.

5. (Check one or more of the following, as appropriate):

____ This statement reflects a change in the name of the agent.

☒ The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location.

____ The status of the agent as the provider of the registered office of the above-named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this Statement of Change of Registered Office by Agent to be signed this 15th day of November, 19 93.

C T CORPORATION SYSTEM

BY:

Kenneth J. Uva

Kenneth J. Uva

TITLE:

Vice-President

PA Dept of State

NOV 19 93

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Microfilm Number _____

Filed with the Department of State on _____

DEC 27 1993

Entity Number 629585

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DECA-15-1926 (Rev. 84)

In compliance with the requirements of 15 Pa.C.S. § 1926 relating to articles of merger or consolidation, the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Coltec Industries Inc

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in this Department is hereby authorized to correct the following information to conform to the records of the Department:

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System, Allegheny
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in this Department is hereby authorized to correct the following information to conform to the records of the Department:

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is: _____

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
NONE

93 DEC 27 PM 12:14

94 JAN -3 PM 4:26

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4. (Check, and if appropriate complete, one of the following):

☐ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

☒ The plan of merger shall be effective on: December 11, 1991 4:30 P.M.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Method of Adoption
<u>Coltec Industries Inc.</u>	<u>Approved by action of the board of directors of the</u> <u>corporation pursuant to 15 Pa. C.S. Paragraph</u> <u>1924(b)(2)</u>

(Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

(Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☐ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plan) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 11 day of DECEMBER 1991

<u>Coltec Industries Inc.</u> (Name of Corporation)
<u>[Signature]</u> (Signature)
<u>Senior Vice President and Secretary</u> (Title)

<u>CFPH INC</u> (Name of Corporation)
<u>[Signature]</u> (Signature)
<u>Vice President</u> (Title)

<u>CFPH INC</u> (Name of Corporation)
<u>[Signature]</u> (Signature)
<u>President</u> (Title)

EXHIBIT A

Plan of Merger

CPFI Inc and CPM Inc, each a Delaware corporation, hereby merge into and with Coltec Industries Inc, a Pennsylvania corporation ("Coltec"), the surviving corporation, pursuant to Subchapter C. of Chapter 3 of the Pennsylvania Business Corporation Law of 1988. The issued and outstanding shares of CPFI Inc and CPM Inc shall not be converted or exchanged but shall be cancelled and surrendered, and no shares of the surviving corporation shall be issued in exchange therefor. The issued and outstanding shares of the surviving corporation shall not be changed.

(1) At the Effective Time of the Merger, the Restated Articles of Incorporation and the by-laws of Coltec, as in effect at the Effective Time of the Merger, shall continue as the Restated Articles of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of Coltec at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly selected or appointed and qualified in the manner provided by the Restated Articles of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

(2) Each share of Common Stock of CPFI Inc which is owned by CII Holdings Inc and each share of Common Stock of CPM Inc which is owned by CPFI Inc and which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of Coltec, cease to exist;

(3) Each share of Common Stock, par value \$.01 per share, of Coltec outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, par value \$.01 per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of CPFI Inc and CPM Inc outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of said corporations, and all certificates for such shares shall forthwith be cancelled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of

the Constituent Corporations, and all obligations belonging to or due any of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of Coltec and CPFI Inc and CPFM Inc shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation;

(7) The Effective Time of the Merger shall be December 31, 1993 at 4:30 p.m.

COLTEC INDUSTRIES INC

By [Signature]
Senior Vice President

ATTEST:

By [Signature]
Assistant Secretary

CPFI INC

By [Signature]
President

ATTEST:

By [Signature]
Secretary

CPFM INC

By [Signature]
Vice President

ATTEST:

By [Signature]
Assistant Secretary



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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 23, 1996

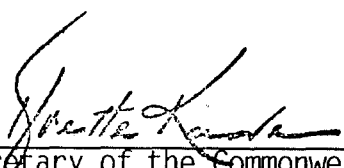
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

COLTEC INDUSTRIES INC

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety and all amendments which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth
PHEG

COLTEC INDUSTRIES INC AND SUBSIDIARIES

RECORD OWNERS

	State of Incorporation	Percentage of Voting Securities Owned
1. Coltec Industries Inc	Pennsylvania	---
2. CII Holdings Inc	Delaware	100
2.1 Coltec Canada Inc	Delaware	89*
2.1.1 Coltec Aerospace Canada Ltd	Canada	100
2.1.1.1 Menasco-Krosno Ltd.	Poland	73
3. Coltec Industries International Inc.	Barbados	100
4. Delavan Inc	Iowa	100
4.1 Delavan-Delta, Inc.	Tennessee	100
4.2 Walbar Inc	Delaware	100
5. Garlock Inc	Ohio	100
5.1 Garlock Bearings Inc	Delaware	80
5.2 Garlock de Mexico, S.A. de C.V.	Mexico	65.7
5.3 Garlock of Canada Ltd.	Ontario, Canada	100
5.4 Garlock Overseas Corporation	Delaware	100
5.4.1 Garlock International Inc	Delaware	100

*remaining 11% owned by Walbar Inc

5.4.2 Stemco Truck Products Pty. Limited	Australia	100
5.5 Garlock Pty. Limited	Australia	80
5.6 Garlock S.A.	Panama	100
5.7 Louis Mulas Sucs, S.A. de C.V.	Mexico	65.7
5.8 Stemco Inc	Texas	100
5.9 The Anchor Packing Company	Delaware	100
5.10 Coltec Industrial Products Inc	Delaware	100
6. Garrison Litigation Management Group, Ltd	Rhode Island	100
7. Coltec Technical Services Inc	Delaware	100
8. Apollo Insurance Company	Vermont	100
9. Salt Lick Railroad Company	Pennsylvania	100
10. Coltec Holdings Inc.	Delaware	100
11. Menasco Aerosystems Inc	Delaware	100
12. Coltec (Great Britain) Limited	United Kingdom	100
12.1 Delavan Limited	United Kingdom	100
12.1.1 Delavan European Marketing Com- pany Limited	United Kingdom	100
12.2 Garlock (Great Britain) Limited	United Kingdom	100
12.3 Holley Automotive Group Limited	United Kingdom	100

13. Holley Performance Products Inc	Delaware	100
14. Holley Automotive Inc	Delaware	100
15. Farnam Sealing Systems Inc	Delaware	100
16. Coltec Automotive Inc	Delaware	100
17. Holley Automotive Systems GmbH	Germany	100
17.1 Garlock GmbH	Germany	100
17.1.1 Liard S.A.	France	100
18. Coltec International Services Co.	Delaware	100
19. Coltec Industries Pacific Pte Ltd	Singapore	100